

RESTATED ARTICLES OF INCORPORATION

OF

FRIENDS OF THE HARWOOD, INC.

Pursuant to the provisions of Section 53-8-39 NMSA 1978 of the Nonprofit Corporation Act the undersigned corporation adopts the following Restated Articles of Incorporation:

FIRST: The name of the corporation is FRIENDS OF THE HARWOOD, INC.

SECOND: The period of its duration is perpetual.

THIRD: The corporation does not afford pecuniary gain, incidentally or otherwise, to its members, nor is any substantial part of its activities carrying on propaganda or otherwise attempting to influence legislation. The corporation will not participate in, or intervene in (including the publishing or distributing of statements) and political campaign on behalf of any candidate for public offices. The corporation has the following goals and purpose:

A. To support any and all library related, educational, and/or cultural enterprises that the corporation determines are worthy of and are in need of financial support and which the corporation is legally entitled to support.

B. To seek to raise money, and to obtain books, pamphlets, magazines, newspapers and other related and appropriated materials, to any and all legal means, to assist individual, corporations, institutions, agencies, schools or other legal entities engaged in providing library related, educational and/or cultural services which the corporation determines are worthy of and in need of such assistance and which the corporation is legally allowed to assist.

C. To advise appropriate individuals, corporations, institutions, agencies, schools or other legal entities on, and promote methods of, increasing public interest in reading and educational and/or cultural matters.

D. To obtain, hold, enlarge, buy, sell, protect, mortgage, lease, improve, and to otherwise deal with in any manner not prohibited by law, all property, real and personal presently owned or after acquired by the corporation in a manner as to further the purposes of the corporation.

D. To perform any and all business not prohibited by the laws of the State of New Mexico, the Articles of Incorporation or the By-Laws of the corporation, that relates to the functioning of the corporation.

F. This corporation exists for educational, benevolent, charitable, civic and eleemosynary purposes.

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of the remaining assets of the corporation in a manner, or to an organization or organizations operated exclusively for religious, charitable, scientific, testing for public safety, literary, educational, or prevention of cruelty to children or animals, purposes, as those terms are used in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, to be used for one or more tax exempt purposes.

Any assets not so disposed of shall be disposed of by the District Court of the County in which the registered office of the corporation is then located, to another organization to be used in such manner as, in the judgment for the Court, will best accomplish the general purposes for which this corporation was organized.

FOURTH: Right to Indemnification. Each director and officer of the corporation shall be indemnified by the corporation to the fullest extent authorized by the New Mexico Non Profit Corporation Act, Section 53-8-26 NMSA 1978, against any claim, expense, liability and loss (including, without limitation, attorneys fees, judgments, fines, taxes or penalties, and amounts paid or to be paid in settlement) reasonably incurred by such director or officer in defense of any action, suit or proceeding, or any threatened action, suit or proceeding, of any kind whatsoever (hereinafter a "proceeding") to which such director or officer has or shall become subject because he or she was a director or officer of the corporation, or because of any action alleged to have been taken, omitted or neglected by any such person as such director or officer. Such indemnification shall extend to a person who has ceased to be an officer or director and shall inure to his or her heirs, executors, administrators or personal representatives. The corporation shall pay the expenses incurred by a director or officer in defending any proceeding in advance of its final disposition upon delivery to the corporation of an agreement by the director or officer to repay all amounts so advanced if it is ultimately determined that such director or officer is not entitled to be indemnified under this Article or otherwise. In the case of a proceeding initiated by a director or officer, the corporation shall only indemnify such director or

officer if such proceeding was authorized by the Board of the corporation.

Right of Indemnity to Bring Suit. If a valid claim pursuant to the above Right to Indemnification is not paid in full by the corporation within ninety (90) days after a written claim has been received by the corporation, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid the expense of prosecuting such claim.

FIFTH: The name of its registered agent and the street address and city of the registered office in New Mexico are:

SIXTH: The number of directors of the corporation shall be not less than six (6).

SEVENTH: The location of the principal office in New Mexico shall be in Taos, County of Taos, State of New Mexico.

EIGHTH: The foregoing Restated Articles of Incorporation were adopted by the corporation on _____, 1993, in the manner prescribed by the New Mexico Nonprofit Corporation. act.

NINTH: General membership was not entitled to vote on the Restated Articles of Incorporation.

TENTH: At their meeting of 9/30/, 1993, a majority of the Directors in office adopted the Restated Articles of Incorporation by vote.

DATED _____

FRIENDS OF THE HARWOOD INC.,

BY: _____
President

BY: _____
Secretary



OFFICE OF

THE STATE CORPORATION COMMISSION

CERTIFICATE OF AMENDMENT

OF

FRIENDS OF THE TAOS PUBLIC LIBRARY

3126554

The State Corporation Commission certifies that duplicate originals of the Articles of Amendment attached hereto, duly signed and verified pursuant to the provisions of the NONPROFIT CORPORATION ACT (53-8-1 to 53-8-99 NMSA 1978) have been received by it and are found to conform to law.

Accordingly, by virtue of the authority vested in it by law, the State Corporation Commission issues this Certificate of Amendment and attaches hereto a duplicate original of the Articles of Amendment.

Dated: APRIL 24, 1996

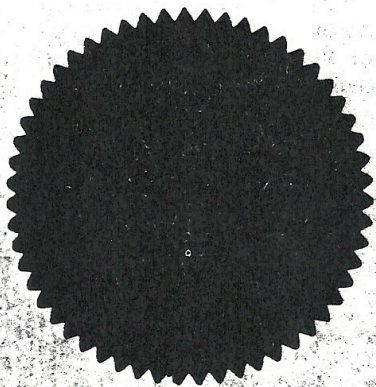
In Testimony Whereof, the State Corporation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the Seal of said Commission to be affixed at the City of Santa Fe

Gloria Tristano

Chairman

Samuel W. Salas

Director



TYPE OR PRINT LEGIBLY
FILE DUPLICATE ORIGINALS
FILING FEE: \$20.00

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

NEW MEXICO
APR 24 1996
CORPORATION DEPARTMENT

Pursuant to the provisions of Section 53-8-37 NMSA 1978 of the Nonprofit Corporation Act the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE ONE: The name of the corporation is _____
Friends of the Harwood, Inc. - 09 00522

ARTICLE TWO: The following amendment to the Articles of Incorporation was adopted by the corporation on 4/8/96, in the manner prescribed by the New Mexico Nonprofit Corporation Act:

Name change to Friends of the Taos Public Library

ARTICLE THREE: (Mark ("X") the appropriate action taken):

_____ A quorum of the members entitled to vote was present and the amendment received at least two-thirds (2/3) of the votes which members present at the meeting or represented by proxy were entitled to cast;

_____ The amendment was adopted by a consent in writing signed by all members entitled to vote thereto;

X _____ No members are entitled to vote thereon, therefore, the vote of a majority of the board of directors in office voted for adoption of said amendment.

Dated 4/8/96

Friends of the Taos Public Library
formerly, Friends of the Harwood, Inc.

(Name of Corporation)

By Loise R. Rice
Its _____ President
and Paul K. Rice
Its _____ Secretary

(See cover page for authorized signatures)

DNP-AM
(REV. 3/95)

FRIENDS OF THE HARWOOD

SPECIAL MEETING

SEPTEMBER 30, 1993

Board members
present:

Judy Anderson, Louise Dice, Alan Clevenger,
John Muste, Robert Ray, Vera Levison, Carman
Velarde, Patricia Ripley, Mary Courter, and
Fred Robbins

Board members

not present: Judy Eyre, Benjamin Carp, Tal Luther.

Staff present: Tracy McCallum

President Louise Dice called the meeting to order at
7:15pm.

First order of business was the discussion of the By-
Laws of Friends of the Harwood, Inc. as drawn up by James
Brandenburg, Esq., Taos, New Mexico.

Discussion centered around the name used in Article
II - Purpose; Sections 1 & 2. for the public library.
John Muste suggested the Harwood Public Library of The Town
of Taos. This suggestion passed unanimously.

John also asked that "known as" in Article II - Purpose;
Section 1 & 2 be deleted and that was seconded by Pat Ripple
and passed unanimously.

The Restated Articles of Incorporation of the Friends of
the Harwood, Inc. came up for discussion next. John Muste
asked that they be accepted as written. There was discussion
of "FOURTH: Right of Indemnification" by the board members
after which the question was called and Pat Ripple second the
motion and the board voted unanimously to accept the Restate
Articles of Incorporation of the Friends of the Harwood, Inc.

Louise next discussed the book sale October 8-10 and
took names of people who could work on those dates.

With no further business Fred Robbins, made a motion to
adjourn the meeting. It was seconded by Pat Ripple and
unanimously passed at 7:55pm.

Respectfully submitted,


Fred Robbins